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Constitution and Bylaws

CONSTITUTION AND BYLAWS OF THE SOUTHERN NEW ENGLAND CONFERENCE OF SEVENTH-DAY ADVENTISTS ®

As Adopted May 21, 2017

PREAMBLE

13 Varied concepts of the Church and its objectives find expression in diverse forms of Church government. The Bible conceives
14 of the Church as a community of faith composed of persons who, individually, accept Jesus Christ as Lord and Savior and
15 commit their lives and service to Him as Head of the Church. It *is* what they *are*, collectively and corporately; it *is not* an
16 impersonal entity or a hierarchy to which they *belong*. In this community of faith all are equal; all are one in Christ, bound
17 together in allegiance to Him by the bond of the Holy Spirit. As a corporate body the Church belongs equally to all its
18 members. Each has a legitimate, inalienable interest in and concern for its effective operation and a God-given responsibility
19 to contribute to the success of its mission. This is the corporate aspect of the priesthood of all believers.

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21 According to the Bible, the Church provides an environment and a fellowship within which its members, as members of the
22 body of Christ, can work cooperatively for their mutual edification and encouragement and for the accomplishment of their
23 individual and collective mission to the world. This ministry includes the present well-being of all human beings, and their
24 reconciliation to Jesus Christ in preparation for His soon return and life eternal.

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26 Biblical principles and Church members' governmental expectations find expression in the organizational structure adopted by
27 the membership. In the Seventh-day Adventist Church, it is constitutional and representative, and authority and leadership are
28 responsible to God and to the Church for the manner in which they exercise the authority entrusted to them and discharge
29 their several responsibilities. They are to serve, not to rule over, the Church. Each member, according to his or her natural
30 abilities and spiritual gifts, contributes to the well-being of all and to the mission of the Church to the world. Directly, or
31 indirectly through elected representatives, each has a meaningful role in the decision-making process, in the election of
32 leaders to implement the decisions made, and in evaluating the quality of their leadership and the manner in which they
33 exercise authority.

ARTICLE 1 Terms and Definitions

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39 Section 1. Terms and Definitions: Wherever the following terms are used in the Constitution and Bylaws, the
40 accompanying definitions apply:

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42 A. *Association*: The Southern New England Conference Association of Seventh-day Adventists.
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44 B. *Association Board*: The Board of Trustees of the Association.
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46 C. *Board, Committee, Council*: When used without additional description, and unless otherwise indicated
47 by specific language, refers to that Board, Committee or Council which is the subject of that Article,
48 Section or paragraph of the Constitution and Bylaws.
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50 D. *Church*: An accepted Church of the Conference.
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52 E. *Church Manual*: The current edition of the *Seventh-day Adventist Church Manual*.
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54 F. *Conference*: The Southern New England Conference of Seventh-day Adventists.
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56 G. *Meeting*: A regular or special Meeting of the Constituent Delegates representing the Churches of the
57 Conference.
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59 H. *Constitution and Bylaws*: The Constitution and Bylaws of the Conference.
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61 I. *Delegates*: The voting Delegates representing the Churches of the Conference during a Constituency
62 Meeting.
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64 J. *Division*: The North American Division of the General Conference of Seventh-day Adventists.

- K. *Executive Committee*: The Executive Committee of the Conference.
- L. *Executive Officers*: The President, Secretary and Treasurer of the Conference.
- M. *General Conference*: The General Conference of Seventh-day Adventists.
- N. *Majority, major fraction*: More than one-half (1/2).
- O. *President*: The President of the Conference.
- P. *Secretary*: The Secretary of the Conference.
- Q. *Treasurer*: The Treasurer of the Conference.
- R. *Union*: The Atlantic Union Conference of Seventh-day Adventists.
- S. *Working Policy*: The current edition of the *Working Policy* of the Division.

ARTICLE 2
The Conference Constitution

- Section 1. Name: This organization shall be known as the Southern New England Conference of Seventh-day Adventists.
- Section 2. Territory: The territory of the Conference consists of the states of Connecticut and Rhode Island and the Commonwealth of Massachusetts.
- Section 3. Purpose and Mission: The purpose of the Seventh-day Adventist Church is to teach all nations the everlasting gospel of our Lord and Savior Jesus Christ, and the commandments of God. The mission of the Conference is to proclaim to all people within its territory the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12, leading them to accept Jesus Christ as personal Savior and to unite with His Church, and nurturing them in preparation for His soon return.
- Section 4. Membership: The membership of this Conference shall consist of such churches as have been or shall be properly organized in any part of the geographic territory under its jurisdiction and formally approved for membership by vote of the delegates at any regularly scheduled Meeting. Once accepted, each Church shall remain an indivisible part of the Conference unless or until disbanded or expelled from the Conference by the Delegates. Accepting, disbanding or expelling a Church shall require the consent of two-thirds (2/3) of the Delegates. If it is proposed to disband or expel any Church at a Constituency Meeting, notice of such intent shall be printed in the call for that Meeting. Each Church shall conform to the fundamental beliefs of the Seventh-day Adventist Church as defined in the *Church Manual*. Each Church shall administer its own affairs, cooperating with the other Churches of the Conference in the governance of the Conference. Each Church shall make periodic written reports of such information as the Executive Committee and/or denominational policy requires.
- Section 5. Authority: The Conference operates and derives its authority from its Constitution and Bylaws, empowered and adopted by the local churches in a duly called Meeting, and based on Biblical principles of organization, the *Church Manual*, and the *NAD Working Policy*.
- Section 6. Constituency: The Conference consists of the individual members of the organized Churches of the Conference. The constituency of the Conference consists of the Constituent Delegates.
- Section 7. Relationship to the World Church: The Conference is a member unit of the Atlantic Union Conference of Seventh-day Adventists, which is in the territory of the North American Division of the General Conference of Seventh-day Adventists, a world Church organization. All actions of the Conference shall be in harmony with the beliefs and practices of the Seventh-day Adventist Church as defined in the *Church Manual*, with the *Working Policy* of the Division, and with the actions and guidelines adopted and approved by the General Conference in its periodic sessions.

ARTICLE 3
Constituency Meetings

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131 Section 1. Regular Meeting: The Conference shall hold a regular quadrennial Meeting at such time and place as the
132 Executive Committee shall designate.

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135 Section 2. Special Meeting: The Conference shall call a special Meeting at such time and place as the Executive
136 Committee shall designate. The transactions of special Meetings shall have the same authority as those of
137 regular Meetings. The Executive Committee must call a special Meeting when any of the following conditions
138 exists:

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140 A. When required by action of the Delegates.
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142 B. When at least twenty percent (20%) of the Delegates submit a petition to the Secretary. All the
143 signatures on such a petition must have been collected within a single sixty (60) day period and
144 submitted, in writing, to the Secretary within that same time period.
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146 C. When at least twenty percent (20%) of the Churches submit a request to the Secretary. Each such
147 request must have been originated by the Board of the Church, and must be attested to by the Pastor
148 and Clerk of the Church.
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150 D. When requested by the Executive Committee of the Union, the Division, or of the General Conference.

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152 Section 3. Notice: Notice of the Meeting shall be published in the Atlantic Union *Gleaner* in two (2) consecutive issues
153 not less than eight (8) weeks prior to the Meeting. Additional notice may be given by direct mail to the
154 constituency or by any other method approved by the Executive Committee. The notice shall include a brief
155 description of the principal agenda items to be considered.

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157 If the request requires rapid consideration, notice of the Meeting shall be given a minimum of two Sabbaths
158 in advance by direct mail to the constituency or by any other method approved by the Executive Committee.
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160 Section 4. Agenda: Not later than six (6) months prior to each regular Meeting the Secretary shall solicit agenda
161 proposals for consideration at that Meeting. The Delegates to any Meeting may require an agenda item or
162 items be included on the agenda of any subsequent Meeting.

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164 If the request requires rapid consideration, the Executive Committee shall prepare the agenda for the
165 Meeting. The notice shall include a brief description of the principal agenda item(s) to be considered.
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167 A. Sources to be Solicited: The Churches, the Executive Committee, the Constitution and Bylaws
168 Committee, the Association Board, the members of all other permanent organizations authorized by the
169 Constitution and Bylaws, the executive officers and other officers of the Conference, and the directors
170 and associate directors of departments, associations and/or services of the Conference.

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172 B. Procedure: All agenda proposals shall be submitted to the Secretary in writing. The Executive
173 Committee shall review all proposals and prepare the agenda for the Meeting.
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175 C. Distribution: Not less than four (4) weeks prior to the Meeting, an information package or booklet for
176 each Meeting shall be provided to each Delegate. Copies of the information package or booklet shall
177 also be available for distribution at the Conference office, and at the Meeting, to other Church members
178 requesting it. The information package or booklet shall include sufficient information to enable each
179 Delegate to function in a manner consistent with her/his responsibility and with the published purposes
180 and agenda of the meeting, including, but not limited to, the following:

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182 1) The agenda.
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184 2) A statement concerning the organization and procedures of the Meeting and the responsibilities of
185 the Delegates.
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187 3) A list of all Delegates, and the Church or other Conference entity they represent.
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189 4) Minutes of the previous regular Meeting, and minutes of all special Meetings, if any, held since the
190 last regular Meeting, as reviewed and approved by the Executive Committee.

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- 5) Current financial statements of the Conference and the Association.
- 6) A copy of the Constitution and Bylaws under which the Meeting is called.
- 7) A copy of any proposed amendments to the Constitution and Bylaws.
- 8) A copy of the current *General Conference Rules of Order*.

Section 5. Representation: During all Meetings, the members of the Conference shall be represented in the following manner:

A. Delegates: The following shall be Delegates with full voice and voting privileges:

- 1) Each Church shall be entitled to select one Delegate for the Church and one additional Delegate for each forty-five (45) members or major fraction thereof, provided that each Church shall be entitled to select not less than two (2) Delegates. A Church may, if it so chooses, not select all the Delegates to which it is entitled. Each Delegate shall hold membership in the Church which selects her or him. The Churches must provide a list of the selected Delegates to the Secretary for accreditation not less than ten (10) weeks prior to each regular Meeting. The list shall indicate which delegates are selected for participation as members of the Organizing Committee.

Example: Churches with a membership of 22 or below: 2 representatives (based on minimum)
Churches with a membership between 23-67: 2 representatives
Churches with a membership between 68-112: 3 representatives
Churches with a membership between 113-157: 4 representatives
And so forth.

- 2) All Conference-employed pastors of member Churches.
 - 3) All members of the Executive Committee, the Constitution and Bylaws Committee, the Association Board, and the members of all other permanent organizations authorized by the Constitution and Bylaws.
 - 4) All officers of the Conference and all directors and associate directors of departments, associations and/or services of the Conference.
 - 5) All other persons holding current, valid credentials and/or licenses issued by the Conference.
 - 6) All executive officers and Vice Presidents of the Union who may be present.
- B. Advisors: The following shall be invited as non-voting advisors:
- 1) All members of the Executive Committees of the Division and General Conference who may be present.
 - 2) Such other persons as may be recommended by the Conference Executive Committee and accepted by vote of the Delegates in session.
- C. Observers: As space permits, non-Delegate members of the Churches may be present as observers but shall have no voice or voting privileges.
- D. Tenure and Duties of Delegates: At the will of each Church, each Delegate selected and accredited for a regular Meeting shall retain their Delegate status until Delegates are selected for the next regular Meeting, or until their successor has been selected and accredited. They shall also be Delegates to all special Meetings, if any, during their term. However, Delegates who for any reason may no longer be able to serve, or who no longer represent the Church or school which selected them (by reason of change of membership or employment, or removal for cause) may be replaced by the selecting organization.
- F. Delegate Roster: Each Church shall maintain a permanent roster of its Delegates, removing the names of those who cease to represent it or who may no longer be able to serve, and adding the names of replacements. The Church clerk shall inform the Secretary of the Conference of such changes annually.

- 255 The Secretary shall maintain an accurate list of all other accredited Delegates. The Secretary shall
256 update the roster of Delegates at least once each year and shall send this roster annually to all
257 Churches.
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- 259 Section 6. Organization: All Meetings shall be organized in the following manner:
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- 261 A. Chairperson: The President, or a designee, shall be Chairperson of the Meeting. The Chairperson shall
262 be thoroughly familiar with the Constitution and Bylaws, the governing documents of all other
263 permanent organizations authorized by the Constitution and Bylaws, and generally accepted rules for
264 conducting the business of deliberative assemblies. The Chairperson shall be responsible for the fair
265 and timely conduct of the Meeting.
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- 267 B. Recorder: The Secretary shall be responsible for keeping a permanent record of all Constituency
268 Meetings. The Secretary, or a designee, shall serve as Recorder of the Meeting. The Recorder shall be
269 thoroughly familiar with the Constitution and Bylaws, the governing documents of all other permanent
270 organizations authorized by the Constitution and Bylaws, and generally accepted rules for recording the
271 business of deliberative assemblies.
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- 273 1) The Recorder shall prepare an official copy of all motions made on the floor of each Meeting and
274 provide each Delegate present with a copy prior to any action on the motion (an electronically
275 projected view of the motion, visible to and readable by all Delegates present, shall satisfy this
276 requirement).
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- 278 2) The Recorder shall arrange for the proceedings of each Meeting to be recorded electronically, both
279 audio and video, to provide a permanent record of that Meeting. The electronic record shall be
280 preserved, together with the approved minutes of the Meeting.
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- 282 3) The Recorder shall prepare and certify official minutes of each Meeting and submit them to the
283 Secretary. The minutes shall be reviewed, amended if necessary, and approved by the Executive
284 Committee as soon as possible after each Meeting.
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- 286 C. Parliamentarian: The Executive Committee shall appoint a Parliamentarian for each Meeting. The
287 Parliamentarian shall be thoroughly familiar with the Constitution and Bylaws of the Conference under
288 which the meeting was called, and with the governing documents of all other permanent organizations
289 authorized by the Constitution and Bylaws. The Parliamentarian shall be thoroughly familiar with the
290 current editions of the General Conference Rules of Order and the book commonly known as Robert's
291 Rules, and with generally accepted rules for conducting the business of deliberative assemblies. The
292 Parliamentarian shall advise the Chairperson as to proper procedure for the conduct of the Meeting.
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- 294 D. Quorum: A regular or special constituency meeting can be declared open when a majority of delegates
295 are registered. Once the meeting is declared open, thirty-five percent (35%) of the delegates shall be
296 required to be present to retain a quorum. Delegates from the Union shall not be counted in the
297 quorum.
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- 299 Section 7. Responsibilities: The Delegates shall:
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- 301 A. Elect the executive officers of the Conference, other officers of the Conference (if any), and directors of
302 departments, associations and/or services of the Conference;
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- 304 B. Elect the members of the Executive Committee, the Constitution and Bylaws Committee, and
305 Association Board;
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- 307 C. Amend the Constitution and Bylaws of the Conference and the governing documents of all other
308 permanent organizations authorized by the Constitution and Bylaws;
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- 310 D. Determine the basic administrative policies of the Conference;
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- 312 E. Accept, disband and expel Churches;
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- 314 F. Transact all other business which may properly come before a Meeting, and as may be more specifically
315 set forth in the Constitution and Bylaws.
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- 317 Section 8. Organizing Committee: An Organizing Committee shall be selected by the Churches for each regular Meeting
318 of the Conference.

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A. Composition: The Committee shall be constituted as follows: each Church shall select, from its Delegates, one (1) representative for the Church, and one (1) additional representative for each five hundred (500) members of that Church or major fraction thereof. The President of the Union, or his designee, shall be a member of the Committee. The executive officers of the Conference and the Chairperson of the Constitution and Bylaws Committee shall be advisory members of the Committee.

Example: Churches with a membership below 250: 1 representative
Churches with a membership between 251-750: 2 representatives
Churches with a membership between 751-1,250: 3 representatives
Churches with a membership between 1,251-1,750: 4 representatives
And so forth.

B. Meeting and Organization: The Committee shall meet to conduct its business not less than eight (8) weeks prior to the Meeting for which it is selected. The President of the Union, or his designee, shall organize the Committee and serve as its chairperson. The Committee shall meet as often and as long as is required to complete the conduct of its business. Notice of the time and place of meeting of the Committee shall be included in the official notice for that Meeting.

C. Responsibilities and Report: The Organizing Committee for each regular Meeting shall elect the members of the Nominating Committee to serve for that Meeting. The Committee shall present a summary report of its work to the Secretary on the first business day following conclusion of the Committee's meeting. The report of the Committee shall be provided to the Delegates as soon as possible after it is received by the Secretary.

Section 9.

Nominating Committee: A Nominating Committee shall be elected by the Organizing Committee for each regular Meeting.

A. Composition: The Nominating Committee shall consist of twenty-one (21) members including the President of the Union, or his designee. Not more than nine (9) of the members shall be Conference employees. Not more than four (4) members shall be Conference-employed pastors of Churches or Church districts. Each member of the Committee, except the chairperson, shall hold membership in a Church. Except for the chairperson, no person shall serve on two consecutive Nominating Committees. All incumbent officers and directors of the Conference and incumbent members of the Executive Committee and Constitution and Bylaws Committee eligible for reelection shall be ineligible to serve on the Nominating Committee (they may, however, be consulted by the Committee in an advisory capacity). The membership of the Committee shall be, as far as practicable, representative of the demographic composition of the Conference as regards geography, gender and ethnicity.

B. Meeting and Organization: The Committee shall meet to conduct its business as soon as possible after its appointment but not later than six (6) weeks prior to the Meeting for which it was appointed to serve. The President of the Union, or his designee, shall serve as chairperson of the Committee. The Committee shall elect the secretary. The Committee shall meet as often and as long as is required to complete the conduct of its business. Not later than the first meeting of the Committee, the Secretary shall provide the Committee with complete job descriptions for any and all positions to be filled at the Constituency Meeting. The Committee shall give Delegates to the Meeting a reasonable opportunity to appear before it to express their viewpoints.

C. Responsibilities and Report: The responsibilities of the Committee shall include the nomination of candidates to serve as executive officers of the Conference, other officers of the Conference (if any), directors of departments, associations and/or services of the Conference, members of the Executive Committee, members of the Constitution and Bylaws Committee, and other individuals and committees as may be necessary. Candidates so nominated shall not be nominated from among the members of the Committee. All votes for the nomination of executive officers by the Committee shall be by secret ballot. Each executive officer nominee shall be voted on separately and must receive at least two-thirds (2/3) of the votes cast. The Committee shall present a summary report or reports of its work to the Secretary on the first business day following conclusion of the Committee's meetings. The report of the Committee shall be provided to the Delegates not less than two (2) weeks prior to the Meeting.

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ARTICLE 4
Constitution and Bylaws Committee

- Section 1. Election and Term of Office: The term of office of members of the Committee shall be from the end of the regular Meeting during which they were elected to the end of the next regular Meeting. No member of the Committee shall be elected to more than two (2) terms consecutively. Appointment to the Committee midterm is not considered election.
- Section 2. Composition: The Committee shall consist of ten (10) members including the Union Executive Secretary and the Secretary. Of the remaining eight (8) persons not more than three (3) shall be Conference employees. Not more than two (2) members of the Committee shall be Conference-employed pastors of Churches or Church districts. Each member of the Committee, except for the Union Executive Secretary, shall hold membership in a Church. The membership of the Committee shall be, as far as practical, representative of the demographic composition of the Conference as regards geography, gender and ethnicity.
- Section 3. Organization and Meetings: The Secretary shall organize the Committee prior to the first meeting of the Executive Committee following each regular Meeting. The Secretary, or his designee, shall serve as chairperson. Regular meetings of the Committee shall be called at such times and places as the Committee may select, provided that the Committee shall meet at least once in each calendar year during its term of office. Special meetings of the Committee may be called at any time or place by the chairperson of the Committee, by the Secretary, or, in their absence, by the President. The business transactions of a special meeting of the Committee shall have the same authority as that of regular meetings of the Committee.
- Section 4. Responsibilities and Report: The responsibilities of the Committee shall include, but not necessarily be limited to:
- A. Responsibilities: The Committee shall review the Constitution and Bylaws of the Conference and the governing documents of all other permanent organizations authorized by the Constitution and Bylaws, for the purpose of proposing such amendment(s) as it considers appropriate. The Committee shall also serve as the Bylaws Committee of all other permanent organizations authorized by the Constitution and Bylaws. The Committee shall serve as the sole interpreter of all these documents between Meetings. The Committee shall also consider requests for amendment(s) submitted to it, in writing, by any concerned party.
 - B. Report: The Committee shall present a summary report of the proposals for amendment(s) which it considers appropriate to the Executive Committee, and the ruling body of any other affected permanent organization authorized by the Constitution and Bylaws not later than twelve (12) weeks prior to the date of the Meeting during which the proposed amendment(s) is/are to be considered. The report and detailed proposals of the Committee shall be included on the agenda of the Meeting.

ARTICLE 5
Executive Committee

- Section 1. Election and Term of Office: The term of office of members of the Committee shall be from the end of the regular Meeting during which they were elected to the end of the next regular Meeting. No member of the Committee shall be elected to more than two (2) terms consecutively. Appointment to the Committee midterm is not considered election.
- Section 2. Composition: The Committee shall consist of twenty-five (25) members (twenty-four (24) if the Secretary and Treasurer of the Conference is one individual). The executive officers of the Conference and the chairperson of the Constitution and Bylaws Committee shall be members of the Committee. The President of the Union, or his designee, shall be a member of the Committee. Not more than eleven (11) members of the Committee shall be Conference employees. Not more than five (5) members of the Committee shall be Conference-employed pastors of Churches or Church districts. Each member of the Committee shall hold membership in a Church. The membership of the Committee, and its subcommittees and other subordinate organizations shall, as far as practicable, be representative of the demographic composition of the Conference as regards geography, gender and ethnicity.
- Section 3. Organization and Meetings: The President shall serve as chairperson of the Committee. The Secretary shall serve as vice-chairperson and secretary of the Committee.

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- A. Regular Meetings: The Committee may schedule regular meetings at such times and places as the Committee may select provided that the Committee shall meet at least once in each calendar quarter.
- B. Special Meetings: Special meetings of the Committee may be called at any time or place by the chairperson of the Committee or, in his absence, by the vice-chairperson of the Committee. A special meeting shall also be called by the chairperson or vice-chairperson of the Committee in response to the written request of a majority of the members of the Committee. During any incapacity or extended absence of both the chairperson and vice-chairperson of the Committee, the acting chairperson (See: Article 6 Section 3) shall have the authority to call special meetings of the Committee. The business transactions of a special meeting of the Committee shall have the same authority as that of regular meetings of the Committee.
- C. Telephonic or Electronic Meetings: Any one or more members of the Committee may participate in any meeting of the Committee by means of a telephone conference call or similar communication device which allows all persons participating in the meeting to hear each other clearly, and such participants in a meeting shall be deemed present-in-person at such meeting.
- D. Meetings by Mail or Electronic Mail: Meetings of the Committee by mail or electronic mail may be conducted by filing the votes cast on any item with the minutes of the Committee.
- E. Informal Action: An action taken outside a duly called meeting, at the request of the chairperson, who has consulted with the other executive officers and has received the approval of a majority of the Committee is a valid Committee action which shall be recorded in the minutes of the Committee. The chairperson will attempt to contact all members before an action is taken.

Section 4.

Responsibilities: The Committee is delegated the authority to act on behalf of the Delegates between Meetings, subject to the authority of the Delegates, and periodically accountable to them. The Committee shall transact all necessary business which may properly come before such a Committee, and as may be more specifically set forth in the Constitution and Bylaws, except for actions specifically reserved exclusively for Meetings. All actions of the Committee shall be in harmony with the actions, resolutions and/or directives enacted by the Delegates, with the beliefs and practices of the Seventh-day Adventist Church as defined in the Church Manual, with the Working Policy of the Division, and with the actions and guidelines adopted and approved by the General Conference in its periodic sessions.

- A. Churches: The Committee shall assist in the organization of groups, companies and Churches. The Committee shall accept properly organized Churches into the Conference pending approval by the Delegates. The Committee shall, when necessary, recommend the involuntary expulsion or disbanding of a Church to the Delegates.
- B. Meetings: The Committee shall call and organize all Meetings.
- C. Employment of Personnel: The Committee shall, without regard to gender or ethnicity, employ such persons as it may deem necessary to effectively accomplish the mission and purpose of the Conference.
- D. Vacancies: The Committee may fill for the current term any vacancy that may occur for any cause in any position in the Conference which has been filled through election by the Delegates or by appointment by the Committee. Except for the election of executive officers, such action by the Committee shall require the consent of a majority of the members of the Committee. The election of an executive officer shall require the consent of two-thirds (2/3) of the members of the Committee, registered by secret ballot. If a new President is to be elected by the Committee, the President of the Union, or his designee, shall serve as chairperson of the Committee for that purpose. Should circumstances warrant, the Committee may, at its discretion, defer the nomination and election of individuals to fill any vacancy to the next regular Meeting.
- E. Removal from Office: The Committee may remove for cause any individual elected to any position by the Delegates or appointed to any position by the Committee.
 - 1) Definition: "cause", as used herein, shall mean only either:
 - (a) failure to maintain membership in a Church of the Conference; or
 - (b) failure to carry out the duties the individual was elected or appointed to complete; or

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(c) failure to attend three (3) consecutive meetings of the organization to which the individual was elected or appointed without sufficient prior notice to the chairperson or secretary of that organization, or more than four (4) meetings of the organization in a calendar year.

2) Procedure: Removal by the Committee shall require the consent of two-thirds (2/3) of the members of the Committee excluding the individual being considered for removal. Voting for removal shall be by secret ballot. An affirmative vote of removal shall be final, immediate and conclusive. Removal from office or position shall be solely at the discretion of the Committee.

F. Credentials and Licenses: The Committee shall grant and/or withdraw credentials and/or licenses as it deems appropriate. The withdrawal of credentials or licenses shall require the recommendation of the Personnel Subcommittee and the consent of two-thirds (2/3) of the members of the Committee.

G. Finance and Budgets: The Committee shall have oversight responsibility for all matters relating to the finances and budgets of the Conference.

H. Dissolution, Merger or Division of the Conference: The Committee shall propose, at its discretion, the dissolution of the Conference, merger of the Conference with another conference or conferences, or the division of the Conference into two or more conferences, to a Meeting of the Conference.

I. Principal Office: In case of necessity, the Committee may change the location of the principal office of the Conference temporarily. Any permanent change of location must be approved by the Delegates.

J. Other Business: The Committee shall conduct all other business necessary to the completion of the mission and purpose of the Conference, and all other business as usually pertains to such a committee.

Section 5. Subcommittees: At the first Committee meeting following each regular Meeting the Committee shall, under the direction of the chairperson, organize permanent subcommittees to oversee all areas of responsibility of the Committee on the basis of ability, experience and interest. The Committee may also, at any time, appoint ad hoc committees on any subject for which there is no permanent subcommittee.

A. Authority: Each subcommittee is delegated the authority to act on behalf of the Committee, subject to the authority of the Committee, and fully accountable to it.

B. Composition: The Committee shall appoint to each subcommittee such personnel as it deems necessary, or as required by the governing document(s) of that organization, if any, providing that a majority of the membership of the subcommittee shall not be Conference employees.

C. Organization and Meetings: Each subcommittee shall organize itself. Each subcommittee shall meet as often as it deems necessary or as required by the governing document(s) of that organization, if any. Each subcommittee shall keep an accurate written record of all of its activities and shall furnish copies of those minutes to the Secretary as soon as possible after each meeting of the subcommittee.

D. Responsibilities: Each subcommittee shall have responsibility for their entity or area of interest subject to the policy, budget, and other guidelines and/or authority, as determined by the Committee.

E. Term: Permanent subcommittees shall serve from formation until the end of the next Meeting. (See: Article 4 Section 1 and Article 5 Section 1) Ad hoc committees shall serve from formation to completion of task or dissolution.

ARTICLE 6
Officers, Directors, and Departments of the Conference

Section 1. Election and Term of Office: All officers of the Conference and directors of departments, associations and/or services of the Conference shall be elected by the Delegates. The term of office of all officers of the Conference and directors of departments, associations and/or services of the Conference shall be from the end of the regular Meeting during which they were elected to the end of the next regular Meeting, or until their successors are elected. All officers of the Conference and directors of departments, associations and/or services of the Conference may be re-elected without limitation.

Section 2. Executive Officers: The executive officers of the Conference shall be a President, a Secretary, and a Treasurer. The Secretary and Treasurer may be one individual. The executive officers shall work in the

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general interests of the Conference, having responsibility for managing the daily operations of the Conference. They shall act in cooperation, harmony and close counsel with each other, as the actions of Constituency Meetings and the Executive Committee shall determine and direct. They shall perform such duties as usually pertain to such offices, and as may be more specifically set forth in the Constitution and Bylaws. All actions of the executive officers shall be in harmony with the beliefs and practices of the Seventh-day Adventist Church as defined in the Church Manual, with the Working Policy of the Division, and with the actions and guidelines adopted and approved by the General Conference in its periodic sessions.

A. President: The President, who shall be an ordained minister of experience, is the chief executive officer of the Conference. It is the primary responsibility of the President to provide overall leadership to the Conference, to its governing organizations, Churches, and membership.

B. Secretary: The Secretary is the chief administrative officer of the Conference. It shall be the duty of the Secretary to record the minutes of all Meetings and to furnish copies of these minutes to all delegates to the Meeting for which they were recorded. It shall be the duty of the Secretary to record the minutes of all meetings of the Executive Committee, and to furnish copies of these minutes to all members of the Executive Committee and to the executive officers of the Union. The Secretary shall provide such information as may be requested by the President or by the Executive Committee. The Secretary shall perform such other duties as are properly the responsibility of such office, and as may be assigned from time to time by the President and/or Executive Committee.

C. Treasurer: The Treasurer is the chief financial officer of the Conference. It shall be the duty of the Treasurer to provide financial leadership to the Conference which shall include but not be limited to: receiving, safeguarding and disbursing all funds in harmony with actions of the Executive Committee of the Conference, for remitting all required funds to the Union, the Division, and the General Conference, in harmony with Division policy, and to provide such financial statements and other financial information as may be requested by the President or by the Executive Committee. The Treasurer shall perform such other duties as are properly the responsibility of such office, and as may be assigned from time to time by the President and/or Executive Committee.

Section 3. Succession of Officers: In the event of the extended absence or incapacity of any executive officer of the Conference, the responsibilities of the absent or incapacitated officer shall be cared for, with the concurrence of the Executive Committee, in an acting capacity by another executive officer in the following order of precedence: President, Secretary, Treasurer. In the event of the extended absence or incapacity of all the executive officers of the Conference for any reason, the Executive Committee shall, under the chairpersonship of the President of the Union, appoint an acting President until the President, or his elected successor, is present and able to conduct the duties of his office.

Section 4. Other Officers: Other officers such as vice president, associate secretary and associate treasurer may be elected to assist the executive officers of the Conference in specialized areas of administration.

Section 5. Directors of Departments, Associations and/or Services of the Conference: The directors of departments, associations and/or services of the Conference work under the direction of the executive officers and the Executive Committee. They shall serve in an advisory and/or supervisory relationship (whichever is deemed most appropriate by the Executive Committee) to the Churches, organizations and institutions of the Conference.

Section 6. Departments, Associations and/or Services of the Conference: Conference departments, associations and/or services shall be organized in harmony with the department, association and/or services structure of the General Conference, but may not necessarily duplicate the departments, associations and/or services of the Union, the Division, or the General Conference.

Section 7. Subsidiary Ministries: The Conference may carry on its ministry through subsidiary agencies, organizations and institutions that may, where necessary and appropriate, function either as unincorporated or incorporated entities. Before the Conference forms any legal organization, it shall secure the approval of the Division. Upon the creation of each such agency, organization or institution the Executive Committee of the Conference shall determine the potential extent of liability or obligation. The constituency or annual meetings of the incorporated subsidiaries of the Conference shall be held in conjunction with Meetings of the Conference or as provided by the articles of incorporation of the respective subsidiary corporation. The election of the board of directors and/or executive committee of these incorporated entities will be in harmony with the statutory laws applicable to each such entity.

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ARTICLE 7
Finance

- Section 1. Funds: The Church funds managed by the Conference shall consist of such tithe, including direct tithe, as it shall be assigned by policy and as it shall receive from within its territory, and such gifts, legacies, bequests, devises, appropriations, reverted funds, and other donations as may be made to it.
- Section 2. Policies: The portion of the tithe which is reserved for the Conference, as specified by policy, and all other funds shall be safeguarded and used in harmony with the financial policies and practices of the Division. In the case of restricted donations, their use shall be in harmony with the specifications of the donors and in compliance with local, state, and national government regulations. Tithe is shared with the Union and the Division on fixed percentages as set by the Executive Committee of the Division, and with the General Conference on fixed percentages as set by the Annual Council of the Executive Committee of the General Conference.
- Section 3. Financial Institutions: The funds of the Conference shall be safeguarded in harmony with the financial policies of the Division. The funds of the Conference shall be deposited in the name of the Southern New England Conference of Seventh-day Adventists, in regular or special accounts, in such financial institutions as the Executive Committee of the Conference shall designate, and shall be withdrawn only by persons authorized by actions of the Executive Committee.
- Section 4. Financial Statements: The Conference shall prepare appropriate statements of income and fund balances annually, and shall be responsible for the filing of any required financial information directly with the Union and the Division and, to the extent required by law, with any branch of local or national government.
- Section 5. Budget: The Conference shall prepare an annual budget in harmony with the Working Policy of the Division.
- Section 6. Audits: All accounting records of the Conference shall be audited at least annually by an auditor designated by the Executive Committee. The financial records of the Conference and its subsidiaries, agencies, or institutions shall be open to said auditors at all times.

ARTICLE 8
Constitution and Bylaws

- Section 1. General Requirement: All provisions of this Constitution and Bylaws shall be in harmony with the Working Policy of the Division.
- Section 2. Amendment: The Delegates may amend this Constitution and Bylaws. Amendments to the Constitution and Bylaws shall be proposed to any Meeting only by the Constitution and Bylaws Committee. Approval of amendments to the Constitution and Bylaws shall require the consent of two-thirds (2/3) of the Delegates. (See: Article 10 Section 4 B) If it is proposed to amend the Constitution and Bylaws at any Meeting, notice of such intent shall be given in the call for that Meeting, and the text of such proposed amendment(s) shall be included in the agenda materials provided to all Delegates to that Meeting.

ARTICLE 9
Dissolution, Merger or Division of the Conference

- Section 1. Dissolution, Merger or Division: The Conference may be dissolved, merged with another conference or conferences, or divided into two or more conferences by the Delegates. Dissolution, merger, or division of the Conference shall be proposed to a Meeting only by the Executive Committee when, in its judgment, such an action is appropriate.
- Section 2. Procedure: Such action shall require the consent of three-fourths (3/4) of the Delegates at a Meeting. If it is proposed to dissolve, merge, or divide the Conference at a Meeting, notice of such intent shall be given in the call for that Meeting.
- Section 3. Disposition of Assets: In the event of the dissolution of the Conference, all assets remaining after all claims have been satisfied shall be transferred to the Union or its successor organization.

ARTICLE 10
Miscellaneous

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706 Section 1. Governance, Authority and Responsibility: All individuals responsible for the governance of the Conference shall act in harmony with the Constitution and Bylaws, with the actions of the Delegates, with the current Working Policy of the Division, and with the provisions of the Church Manual. All such individuals shall be subject to the authority of the Delegates, and periodically fully accountable to them during Meetings. Between Meetings, all such individuals shall be subject to the authority of the Executive Committee and fully accountable to it.
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713 Section 2. Indemnification: The Conference shall indemnify any person (and his/her executor, administrator, and/or heirs) who is serving or has served as a member of the Executive Committee, as an officer of the Conference, or as a director of a department, association and/or service of the Conference, against all reasonable expenses (including, but not limited to, judgments, costs and legal fees) actually and necessarily incurred by him/her in connection with the defense of any litigation, action, suit or proceeding, civil, criminal or administrative, to which he/she may have been a party by reason of being or having been a member of the Executive Committee, an officer of the Conference, or a director of a department, association and/or service of the Conference, except that he/she shall have no right to reimbursement for matters in which he/she has been adjudged liable to the conference for negligence or misconduct in the performance of his/her duties. This right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Executive Committee, officer of the Conference, or director of a department, association and/or service of the Conference may be entitled.
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726 Section 3. Disclosure: Laypersons who have an ongoing business relationship with any organizational unit of the Seventh-day Adventist Church shall make full disclosure to the Conference. Such disclosure shall be made by completing and signing the "Conflict of Interest" form provided to each such individual by the Secretary of the Conference in accordance with the working policies of the Division.
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731 Section 4. Procedure: Each permanent organization authorized by the Constitution and Bylaws shall conduct business as follows:
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734 A. Rules of Order: Except where specified otherwise in the Constitution and Bylaws, all business shall be conducted in accordance with the most recent edition of the General Conference Rules of Order.
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737 B. Quorum: Not less than a majority of the delegates to or members of an organization must be present in person, unless stated otherwise in the Constitution and Bylaws, during any meeting of that organization in order to constitute a quorum for the transaction of business.
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741 C. Proxy Voting: There shall be no voting by proxy.
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743 Section 5. Standing Rules: Each permanent organization authorized by the Constitution and Bylaws may adopt and/or modify such other standing rules governing the conduct of its business as may seem appropriate to that organization, provided that such rules are not inconsistent with any provision of the Constitution or Bylaws.
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747 Section 6. Minutes: Minutes of the meetings of each permanent organization authorized by the Constitution and Bylaws shall be recorded by the secretaries of the several organizations. These minutes shall be reviewed, corrected if necessary, and approved by the members of that organization at its next meeting, and forwarded to the Secretary for proper distribution and/or archiving. Where the normal procedure of review, correction and approval is not practical and/or possible, the minutes shall be forwarded to the Executive Committee for review and then to the Secretary for proper distribution and/or archiving. Minutes of the proceedings of all organizations authorized by these Bylaws shall be preserved in a manner consistent with the working policies of the Division.
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756 Section 7. Association: This Conference, or its predecessors, has established the Southern New England Conference Association of Seventh-day Adventists, a nonprofit corporation, for the purpose of owning and operating the properties of this Conference and for such other functions as were designated to them. Title to all real property and fixtures appertaining to all Churches of the Conference shall be held by the Southern New England Conference Association of Seventh-day Adventists.
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762 Section 8. General Policy Requirement: The provisions of the Church Manual and the Working Policy, so far as they shall apply, shall cover any matters not specifically covered by this Constitution and Bylaws as though the same were set forth herein at length, and are by this reference made a part of this Constitution and Bylaws
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and shall be binding upon all organizations and individuals involved in the governance and administration of the Conference in all of its operations.

Section 9.

Diversity: In the election and appointment of all officers, departmental directors and associates, committee members, educators, and other personnel in all its organizations and operations, the Conference shall endeavor, as far as practicable, to be representative of the demographic composition of its membership, as regards geography, gender and ethnicity.

